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Attorneys for Plaintiff
pediped Infant Footwear LLC

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CASE NO. 08-CIV-3572 (LTS)

PEDIPEP INFANT FOOTWEAR LLC,

Plaintiff,

v.

**KUDOS LEATHERGOODS LTD d/b/a JACK
AND LILY and ROBERT THOMAS BUELL,
Individually,**

Defendants.

**DECLARATION OF BRAD LEVY IN SUPPORT OF
MOTION FOR CIVIL CONTEMPT, EQUITABLE
AND MONETARY SANCTIONS, AND EXPEDITED
DISCOVERY**

I, Brad Levy, declare as follows:

1. I am the owner of Shoe Box, a retailer of children's shoes. I have personal knowledge of the matters stated herein and, if called as a witness, I would competently testify to the following matters.

2. I have thirty years of experience in children's shoes.
3. In April or May 2008, I called Jack and Lily and spoke to a man named Robert. I called to order "Pediped" looking shoes. Robert told me that they had new designs and that he had shoes in stock.
4. On May 5, 2008, I ordered 7 pairs of My Shoes from Jack and Lily. I asked them to send me their best-selling styles.
5. On May 21, I placed a second order of 20 pairs. Jack and Lily made no mention of any problems with pediped and they shipped as planned. The person I talked to mentioned he had plenty of inventory and more coming in shortly.
6. On June 30, I called Jack and Lily and spoke to a man named Yang. He stated there were "no more My Shoes" and that he "ran out of inventory" and to "call back in 2 weeks."
7. On July 5, I called Jack and Lily back and spoke to a man named "Alvin." He told me that they were "redesigning the shoes" and that the "new shoes would be available in a month." I indicated that I wanted to re-order the shoes Jack and Lily had shipped to me before and wanted to get more of the "My Shoes." He told me that the new shoes were "very similar" and "barely any different at all." He also said that "I will see what I have," which I took to mean he would see what inventory was on hand of the original My Shoes designs I had previously purchased.
8. On July 23, I called and again spoke to Alvin. He said he remembered dealing with me a few years ago and selling me a lot of goods. I asked to speak to Robert, and he put me on the phone with Robert Buell. Robert said pediped was bullying him about his design so he needed to change his styling. He said that in a week or so, he would have "a new design with a rubber sole." I objected to those shoes and asked that he send me more of the original My Shoes. He told me that the shoes are "very similar, barely any change" or words to the effect that they were "almost the same." He then said, "let me see what I have." I asked him to fax me an inventory of his remaining My Shoes styles as I wanted to

purchase them and had customers waiting. I also mentioned how he misled me last month by saying that

he had "plenty of inventory" and "more coming."

9. I then received a follow up call from Alvin, who said he was instructed by Robert Buell to fax me the inventory list.

10. In response to this conversation, on July 23, 2008, I received a fax from "Kudos: Jack and Lily" (sent to three of my different fax numbers: my home, my Newport store and my Henderson store) consisting of the chart labeled "Current Stock," attached hereto as Exhibit A. The chart shows over 2,100 pairs of shoes in stock. I called Alvin back about ordering from this inventory list and he said he would ship me the shoes. While he called me later on July 24 to say that he couldn't ship the shoes because of a problem with pediped, he reiterated that he would have new shoes in shortly.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

2 GLENDALES
Executed at IRVINE, CALIF this 20 day of August, 2008.

COUNTY OF ORANGE


Brad Levy

EXHIBIT A

[illegible]